



Constitution

of the Australian Esperanto Association

July 2007

(xxxii) Amendment of constitution

- (xxxii)1. Any amendment to the Association's constitution must be made by special resolution.
- (xxxii)2. Unless the Board determines otherwise, a proposal to amend the constitution shall be conducted by a postal vote in a similar manner to a postal vote conducted under rule 23.
- (xxxii)3. At least three-quarters of those members who vote must approve the proposal in order for it to be adopted as a special resolution.

(xxxiii) Definitions and interpretation

In this constitution

- (xxxiii)1. "member" includes both full member and associate member.
- (xxxiii)2. words importing only the singular number include the plural and vice versa.
- (xxxiii)3. words importing a gender include other genders.

(xxviii)4. Notwithstanding any delegation made under these rules, the Board may continue to exercise all or any of its powers.

(xxix) Company Secretary

The Company Secretary will be voted for and appointed by the Board. The Company Secretary may be removed by the Board.

(xxx) Notice

(xxx)1. Notices shall be given by one or more of the following means:

(xxx)1.1. Personally;

(xxx)1.2. by Post;

(xxx)1.3. by Publication in the official newsletter of the Australian Esperanto Association or as an insert therein;

(xxx)1.4. by Facsimile; or

(xxx)1.5. Electronic address.

(xxx)2. A notice sent by post, facsimile or electronic mail is deemed to have been received two days after the date of posting.

(xxx)3. The failure to receive or the accidental omission to send a notice of meeting or the motions to be considered thereat, shall not invalidate the meeting or any resolutions thereof, unless it is proven to have affected more than 25% of the members who are entitled to receive notice.

(xxx)4. Notice of every general meeting must be given to every full member and the Association's auditor.

(xxxi) Indemnity

(xxxi)1. Every Board member, auditor and other officer of the Association is entitled to be indemnified out of the property of the Association against any liability incurred by the Board member, auditor or officer in that capacity:

(xxxi)1.1. in defending any proceedings, whether civil or criminal, in which judgment is given in favour of the Board member, auditor or officer, or in which the Board member, auditor or officer is acquitted; or

(xxxi)1.2. in connection with any application in relation to those proceedings in which relief is granted to the Board member, auditor or officer by the court.

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- (xxvi)3. Notwithstanding a delegation under this rule, the Board may continue to exercise all or any of the powers delegated.
- (xxvi)4. A committee may elect a chairperson of its meetings. If no such chairperson is elected, or, if at any meeting the chairperson is not present within 5 minutes after the time appointed for holding the meeting, then the members present may choose one of their number to be chairperson of the meeting.
- (xxvi)5. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting must be determined by a majority of votes of the members present and voting. In case of an equality of votes the chairperson may have a second or casting vote.

(xxvii) Minutes

- (xxvii)1. The Board must keep minutes of meetings made in means provided for the purpose, and, in particular:
 - (xxvii)1.1.of all appointments of officers and employees made by the directors;
 - (xxvii)1.2.of the names of the directors present at each meeting of the Board and of any committee of the Board; and
 - (xxvii)1.3.of all motions and resolutions at all meetings of the Association and of directors and of committees of directors.
- (xxvii)2. Minutes must be recorded within 28 days of the date of the meeting to which they relate.
- (xxvii)3. The confirmation of minutes must be the first business at the next succeeding meeting of the Association, Board or committee to which the minutes relate. If it is impracticable for the minutes to be confirmed at that meeting, then the minutes must be confirmed at the next succeeding meeting.
- (xxvii)4. Every director present at any meeting must sign his or her name in a book kept for that purpose.

(xxviii) Appointment of officers, employees, etc

- (xxviii)1. The Board has the power to appoint, remove or suspend officers, employees, agents and contractors, and to fix their powers, duties and remuneration.
- (xxviii)2. The Board may delegate any of its powers under the above rule to an officer or employee of the Association, subject to any conditions or limitations which the Board sees fit to impose.
- (xxviii)3. The Board may, at any time, revoke or vary a delegation made under the above rule.

(xxiv) Proceedings of the Board

- (xxiv)1. Meetings of the Board are to be held as often as necessary to properly conduct the business of the Association.
- (xxiv)2. Questions arising at any Board meeting are to be decided by a majority of votes.
- (xxiv)3. In the case of an equality of votes, the chairperson may have a second or casting vote.
- (xxiv)4. Any 3 members of the Board may at any time, call a meeting of the Board.
- (xxiv)5. The quorum necessary for the transaction of business by the Board is four Board members.
- (xxiv)6. Except in special circumstances determined by the chairperson, at least 48 hours notice must be given to the directors of all meetings of the Board.
- (xxiv)7. The Board may function validly provided its number is not reduced below the quorum. Should the number of Board members fall below the quorum, the remaining Board members may act only to appoint new Board members.

(xxv) Transaction of business outside Board meetings

- (xxv)1. The Board may transact any of its business:
 - (xxv)1.1. by the circulation of information among all the members of the Board, and a resolution in writing by a majority of those members is to be taken to be a decision of the Board;
 - (xxv)1.2. at a meeting at which members (or some members) participate by telephone, closed-circuit television or other means, but only if any member who speaks on a matter before the meeting, can be heard by the other members.
- (xxv)2. A resolution approved under the above article is to be recorded in the minutes of the meetings of the Board.

(xxvi) Board delegation and Board committees

- (xxvi)1. The Board may, by resolution, delegate to a director or committee the exercise of such of the Board's powers (other than this power of delegation) as are specified in the resolution. The Association or the Board may by resolution revoke wholly or in part any such delegation.
- (xxvi)2. A delegation under the above clause may be made subject to conditions or limitations as to the exercise of any of the powers delegated, or as to time or circumstances.

(i) Name

The name of the Company is The Australian Esperanto Association. (Referred to in this constitution as "the Association").

(ii) Description

- (ii)1. The Association is a national educational organisation, that is a not-for-profit company limited by guarantee.
- (ii)2. The official languages of the Association are Esperanto and English.

(iii) Objects

The objects of the Association are:

- (iii)1. The Association is established for the principle purpose of promotion, education and use of the international language, Esperanto.
- (iii)2. The Association aims to make Esperanto available to help with intercultural understanding and harmony.
- (iii)3. The Association will strive to provide its members with an environment free of prejudice and discrimination.
- (iii)4. The Association will aim to foster co-operation among organisations with similar aims.

(iv) Non-profit company

- (iv)1. The income and property of the Association must be applied solely towards the promotion of the objects of the Association as set forth in this constitution.
- (iv)2. No income or property of the Association may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to any member of the Association except:
 - (iv)2.1. remuneration to any member employed by the Association in return for services actually rendered to the Association;
 - (iv)2.2. payment to a member in return for goods or services supplied to the Association in the ordinary course of business;
 - (iv)2.3. interest (at a rate not exceeding interest at the rate for the time being charged by bankers in Australia for overdrawn accounts on money lent) on money borrowed by the Association from a member; or
 - (iv)2.4. reasonable rent for premises let by a member to the Association

(v) Honorary service by Board members

- (v)1. No member of the Board can be appointed to any salaried office of the Association or any office of the Association paid by fees, and no holder of such an office can be appointed to the Board.
- (v)2. No remuneration or other benefit in money or money's worth may be paid or given by the Association to any member of the Board except for the payment of out-of-pocket expenses incurred by the Board member in the performance of a duty as a Board member.

(vi) Liability of members

- (vi)1. A member must contribute to the assets of the Association, in the event that it is wound up while that member is a member for
 - (vi)1.1. payment of the debts and liabilities of the Association contracted before the time at which the member ceased to be a member; and
 - (vi)1.2. the costs, charges and expenses of winding up the Association.
- (vi)2. The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to:
 - (vi)2.1. the amount of any unpaid membership fees; plus
 - (vi)2.2. a sum not exceeding ten dollars (\$10).
- (vi)3. As between members of the Association, the liability of any member, officer or agent of the Association is limited to the amount of insurance for which the member officer or agent is actually indemnified by any policy of insurance held by the Association.

(vii) Distribution of surplus assets

- (vii)1. The members have no right to any surplus assets remaining after the completion of the winding up or dissolution of the Association.
- (vii)2. If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities, any property, this must be given or transferred to an Association or Associations:
 - (vii)2.1. with objects similar to the objects of the Association;
 - (vii)2.2. whose Association prohibits the distribution of income and property among members to an extent at least as great as is imposed by this constitution;
 - (vii)2.3. chosen by the members of the Association at or before the completion of winding up or dissolution; and

- (xxiii)6. The election of the members of the Board is to take place in the following manner:
 - (xxiii)6.1. Any two eligible members of the Association may nominate any other eligible member for election to the Board.
 - (xxiii)6.2. The nomination must be in writing, signed by the candidate, the proposer and the seconder and shall be delivered to an independent Returning Officer, appointed by the Board and who has no interest in the outcome of the election, 30 days before the date fixed for the distribution of postal ballot papers to members.
- (xxiii)7. If insufficient nominations are received to fill all vacancies on the Board, the unopposed candidates nominated shall be deemed to be elected and any vacant positions remaining on the Board shall be deemed to be casual vacancies.
- (xxiii)8. If more than one nomination is received for a position a ballot shall be held. The ballot shall be conducted by the Returning Officer.
- (xxiii)9. The Returning Officer must:
 - (xxiii)9.1. Determine the validity of each nomination.
 - (xxiii)9.2. Conduct a draw to determine the order of candidate's names on the ballot paper.
 - (xxiii)9.3. Set a closing date for the ballot.
 - (xxiii)9.4. In the event of a postal vote, ensure that a ballot paper is sent to every member at least 21 days before the closing date for the ballot.
 - (xxiii)9.5. Appoint a scrutineer and ensure that all returned ballots papers are opened and counted in the presence of the scrutineer and the Returning Officer.
 - (xxiii)9.6. Determine the validity of each ballot paper returned.
- (xxiii)10. The Board has the power to appoint any full member of the Association to the Board to fill a casual vacancy. Any member so appointed to the Board will hold office until the next election.
- (xxiii)11. The Association may, by ordinary resolution, remove any member of the Board before the expiration of the member's period of office and may, by ordinary resolution, appoint another person in the member's place. The person so appointed will hold office until the next election.
- (xxiii)12. The office of a member of the Board will become vacant if the member:
 - (xxiii)12.1. resigns office by notice in writing to the Association;
 - (xxiii)12.2. is absent from meetings of the Board for more than six months without permission of the Board; or
 - (xxiii)12.3. ceases to be a member of the Association.

(xxii) Proxies

- (xxii)1. A document appointing a proxy must be in the form approved by the Board.
- (xxii)2. Only a full member may be appointed as a proxy.
- (xxii)3. If the document appointing a proxy specifies the manner in which the proxy is to vote, the proxy must vote in the manner specified.
- (xxii)4. The document appointing a proxy must be given to the Returning Officer, as directed, at least 7 days before the time for holding the meeting or adjourned meeting.
- (xxii)5. A vote given in accordance with the terms of a document appointing a proxy is valid despite the occurrence of any one or more of the following events if no notice in writing of any of these events has been received by the secretary before the commencement of the meeting or adjourned meeting at which the document is used:
 - (xxii)5.1. the previous death or unsoundness of mind of the principal;
 - (xxii)5.2. the revocation of the proxy; or
 - (xxii)5.3. the termination of the membership of the member.

(xxiii) Board of Directors

- (xxiii)1. The Board is to consist of not less than 7 directors. Each director must be a natural person who is a full member of the Association and at least 18 years of age. Each Director is to be elected by the membership to a position or role as described in the Australian Esperanto Association Board of Directors role description document.
- (xxiii)2. The business and operations of the Association are to be managed and controlled by the Board, and for that purpose the Board may exercise the powers of the Association as if they had been expressly conferred on the Board by a general meeting of the Association.
- (xxiii)3. The powers of the Board are subject to any restrictions imposed by the Corporations Act or by the Association's constitution.
- (xxiii)4. The acts of a director are valid despite any defect that may afterwards be discovered in the appointment or qualification of the director.
- (xxiii)5. Before the first general meeting of the Association, and before the end of the Annual General Meeting of the Association in every second year, the members of the Board are to be elected by those members of the Association who are eligible to vote. The term of office of a Board member ends at the closure of the second Annual General Meeting after the member's appointment to the Board.

- (vii)2.4. which is exempt from the payment of income tax under the provisions of the Income Tax Assessment Act 1997.

(viii) Financial records

- (viii)1. The Association must keep accounting records to correctly record and explain the Association's transactions (including any transactions as trustee) and the financial position of the Association.
- (viii)2. The Association must keep its accounting records in a manner that will enable:
 - (viii)2.1. the preparation of true and fair accounts of the Association; and
 - (viii)2.2. the accounts of the Association to be conveniently and properly audited in accordance with the Corporations Act.
- (viii)3. Each member has the right to inspect the Association's financial records. The Board may restrict the manner and times at which such inspections may take place.
- (viii)4. At least once in every year the accounts of the Association must be examined by a qualified auditor who must report to the members in accordance with the provisions of the Corporations Act.

(ix) Membership

- (ix)1. Membership is open to any person or incorporated organisation that supports the objects of the Association.
- (ix)2. There are 3 types of membership, namely,
 - (ix)2.1. Full membership,
 - (ix)2.2. Life membership,
 - (ix)2.3. Associate membership,

FULL MEMBERSHIP

- (ix)3. Full membership is only available to natural persons over the age of 18 years.
- (ix)4. Each Full member has the right to:
 - (ix)4.1. receive notice of, attend and vote at general meetings of the Association,
 - (ix)4.2. nominate (or second) eligible individuals for election to the Board, and
 - (ix)4.3. receive information about the Association's activities.
- (ix)5. The Board may establish a procedure for members to appoint their delegate. In the absence of such a procedure (or in the event of a dis-

pute) the chairperson of the relevant meeting shall determine whether or not a person is the appointed delegate of a member.

LIFE MEMBERSHIP

- (ix)6. A Full member may also become a Life member by paying the Association an amount equivalent to twenty five times the annual membership fee.
- (ix)7. A life member has the right to:
 - (ix)7.1. receive notice of, attend and vote at general meetings of the Association,
 - (ix)7.2. nominate (or second) eligible individuals for election to the Board, and
 - (ix)7.3. receive information about the Association's activities.
- (ix)8. Each life member remains a life member until he or she:
 - (ix)8.1. resigns;
 - (ix)8.2. dies; or
 - (ix)8.3. is expelled from membership of the Association.

ASSOCIATE MEMBERSHIP

- (ix)9. Each Associate member has the right to receive information about the Association's activities. An Associate member is not entitled nominate or second candidates for the Board or to vote at meetings of the Association.
- (ix)10. The Board may determine other membership benefits for Associate members.
- (ix)11. An incorporated organisation may become an Associate member of the Association.

(x) Applications for membership

- (x)1. An application for membership of the Association must be made in writing in a form approved by the Board and lodged with the Secretary together with the appropriate fee.
- (x)2. An application for Full and Life membership must be considered by the Board as soon as practicable after it has been received. The Board may decide to accept, defer, or reject an application for Full membership without explanation.
- (x)3. The requirements and procedure for the granting of other types of membership are to be determined by the Board.

- (xix)2. If the Chairperson nominated by the Board is absent from the meeting or unwilling to act, and if the Board has not nominated an alternate Chairperson, then the members present must elect one of their number to act as Chairperson at the meeting.

(xx) Adjournment

- (xx)1. The chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting to a specified time, date and place. No business can be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (xx)2. Where a general meeting is adjourned for 14 days or more, the Board must give written or oral notice of the adjourned meeting to each full member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

(xxi) Voting

- (xxi)1. At a general meeting a motion put to the vote of the meeting is to be decided on a show of hands unless a ballot is (before or on the declaration of the result of a show of hands) demanded by:
 - (xxi)1.1. the chairperson; or
 - (xxi)1.2. any two full members.
- (xxi)2. Every full member present in person has one vote on a show of hands. Every full member present in person or by proxy has one vote on a ballot.
- (xxi)3. If there is an equality of votes, whether on a show of hands or on a ballot, the chairperson of the meeting is entitled to a second or casting vote.
- (xxi)4. If a ballot is not demanded, a declaration by the chairperson that a resolution has been carried, or carried unanimously or by a particular majority, or lost, and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.
- (xxi)5. If a ballot is demanded, it is to be taken in the manner determined by the chairperson.
- (xxi)6. The demand for a ballot may be withdrawn.
- (xxi)7. Unless the Board determines otherwise, the election of Board members shall be conducted by a postal vote. If a postal vote is to be conducted the procedure set out in rule 23 shall apply.

- (xvii)3. Every notice convening a general meeting must be in writing as per section 30, Notices. Notices by post shall be sent to the address nominated by each member who is entitled to vote. Notices must specify the place, the day and the time of the meeting, the general nature of the business to be transacted and the rights of members to appoint a proxy. In the case of a general meeting where a special resolution is to be proposed, the notice must set out an intention to propose the special resolution and state the resolution.
- (xvii)4. At least 21 days' notice of all general meetings and notices of motion must be given to members.
- (xvii)5. The business of the Annual General Meeting is:
 - (xvii)5.1. to receive and consider the accounts, statements and reports prescribed by the Corporations Act;
 - (xvii)5.2. to announce the members of the Board for the coming year;
 - (xvii)5.3. to appoint the auditor (where necessary); and
 - (xvii)5.4. to deal with any other business included in the notice of meeting.
- (xvii)6. A copy of the accounts, statements and reports prescribed by the Corporations Act to be presented at the Annual General Meeting must be provided to full members at least fourteen (14) days before the Annual General Meeting.

(xviii) Proceedings at general meetings

- (xviii)1. Ten (10) members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (xviii)2. If a quorum is not present within half an hour after the appointed time for the commencement of a general meeting, then:
 - (xviii)2.1. the meeting, if convened upon the requisition of members, is to be dissolved; or
 - (xviii)2.2. in any other case, the meeting is to be adjourned to a date, time and place determined by the person chairing the meeting.
- (xviii)3. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the full members present (being not less than 3) will constitute a quorum.

(xix) Presiding member

- (xix)1. The Board will nominate a Chairperson at each meeting of the Association and at each meeting of the Board.

(xi) Cessation of membership

- (xi)1. Membership of the Association ceases if the member
 - (xi)1.1. resigns from membership by notice in writing;
 - (xi)1.2. fails to pay the annual membership fee by the due date;
 - (xi)1.3. dies (or has its incorporation cancelled or otherwise ended); or
 - (xi)1.4. has their membership terminated.

(xii) Membership entitlements

Any right, privilege or obligation which a person has by reason of being a member of the Association:

- (xii)1. is not capable of being transferred or transmitted to another person; and
- (xii)2. terminates upon cessation of the person's membership.

(xiii) Register of members

- (xiii)1. The secretary of the Association must establish and maintain a register of members of the Association. The register must contain the name and membership category of each person who is a member of the Association.
- (xiii)2. The register of members must be kept at the principal place of administration of the Association and must be available for inspection, free of charge, by any member of the Association by appointment with the Company Secretary.

(xiv) Membership fees

- (xiv)1. Each member must pay an annual membership fee determined as determined by a resolution of members at a general meeting.
- (xiv)2. The Board may determine an appropriate fee for members who are pensioners, students, unemployed or disadvantaged.
- (xiv)3. The annual membership fee is due before 1st July in each calendar year.
- (xiv)4. In the case of a newly admitted member, the fee is payable on becoming a member and before the 1st July in each succeeding calendar year.

(xv) Termination of membership

- (xv)1. A complaint may be made by any member of the Association that some other member of the Association:
 - (xv)1.1. has persistently refused or neglected to comply with a provision or provisions of the constitution; or
 - (xv)1.2. has persistently and willfully acted in a manner prejudicial to the interests of the Association.
- (xv)2. On receiving such a complaint, the Board must:
 - (xv)2.1. cause notice of the complaint to be served on the member concerned;
 - (xv)2.2. give the member at least 14 days from the time the notice is served to make submissions to the Board in connection with the complaint; and
 - (xv)2.3. take into consideration any submissions made by the member in connection with the complaint.
- (xv)3. The Board may, by resolution, expel or suspend the member from the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the allegations have been proved.
- (xv)4. If the Board expels a member, the secretary must within 7 days give written notice to the member of:
 - (xv)4.1. the action taken;
 - (xv)4.2. the reasons given by the Board for having taken that action; and
 - (xv)4.3. the member's right of appeal.
- (xv)5. The expulsion does not take effect:
 - (xv)5.1. until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
 - (xv)5.2. if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution, whichever is the later.
- (xv)6. An affected member may appeal to the Association in a general meeting against a resolution of the Board to expel, within 7 days after notice of the resolution is served on the affected member, by lodging with the Company Secretary a notice to that effect.
- (xv)7. The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (xv)8. On receipt of a notice from a member, the secretary must notify the Board which is to convene a general meeting of the Association to be

held within 90 days after the date on which the Company Secretary received the notice.

- (xv)9. At the general meeting of the Association:
 - (xv)9.1. no business other than the question of the appeal is to be transacted;
 - (xv)9.2. the Board and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
 - (xv)9.3. the members present must vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (xv)10. If at the general meeting the Association passes a resolution in favour of the confirmation of the resolution, the resolution is confirmed.

(xvi) Resolution of internal disputes

- (xvi)1. In the event of a dispute arising between members (in their capacity as members), or between a member and the Association, or between a member and the Board the following procedure shall apply.
- (xvi)2. Each side of the dispute must nominate a representative who is not directly involved in the dispute. Those representatives must then attempt to settle the dispute by negotiation.
- (xvi)3. Should the nominated representatives be unable to resolve the dispute within 14 days (or such other period as they may agree upon) the dispute must be referred to a person mutually agreed upon for mediation.
- (xvi)4. In the event that no person can be agreed upon to mediate the dispute it must be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.

(xvii) General meetings

- (xvii)1. A general meeting called the Annual General Meeting must be held:
 - (xvii)1.1. at least once in every calendar year;
 - (xvii)1.2. within five (5) months of the end of the Association's financial year; and
 - (xvii)1.3. at a time and place determined by the Board.
- (xvii)2. Any three members of the Board may convene a general meeting of the Association. A general meeting must also be convened on the requisition of members entitled to exercise at least 10% of the total voting rights in the Association. In either case the general meeting must be held as soon as practicable, and not later than two months after the date of the decision or deposit of the requisition.